

2614



**IN THE UNITED STATES PATENT AND TRADEMARK OFFICE**

Applicant: Steven Michael Grimm  
Jeffery Jackiel Rothschild  
Daniel Joseph Samuel  
Michael Andrew Wolf

Examiner: Unknown

Serial No.: 09/997,194      Group Art Unit: 2614

Filing Date: November 29, 2001      Docket No.: 01-40337-US-C

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Title: NETWORK MATCH MAKER

**POWER OF ATTORNEY BY ASSIGNEE OF ENTIRE  
INTEREST (REVOCATION OF PRIOR POWERS)**

Commissioner for Patents  
Washington, D.C. 20231

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Sir:

An assignment to LEAP WIRELESS INTERNATIONAL, INC., of the entire right, title and interest in and to the above-identified patent application was filed with the United States Patent and Trademark Office on October 24, 2001. Since the Assignment and Recordation Cover Sheet(s) has not been received, an attached copy of the assignment, evidencing execution on September 26, 2001, is included herein as evidence of the assignment. The assignments included herewith evidence the assignment of the parent application prior to the filing date of this application. These assignments culminate with Leap Wireless International, Inc., the assignee in the parent. To the best of Assignee's knowledge and belief, title to the application and the right to prosecute the application are vested with the Assignee.

As Assignee of the entire interest of the above-identified issued patent, all powers of attorney previously given are hereby revoked and the following attorneys are hereby appointed to prosecute and transact all business in the Patent and Trademark Office connected

**CERTIFICATE OF MAILING (37 CFR 1.8)**

I hereby certify that this paper, and the papers and/or fees referred to herein as transmitted, submitted or enclosed, are being deposited on the date shown below with the U.S. Postal Service with sufficient postage as first class mail in an envelope addressed to the Commissioner for Patents, Washington, DC 20231.

Name Maria G. Dyer Signature Maria G. Dyer Date of Deposit 3/5/02

therewith: Louis M. Heidelberger, Reg. No. 27,899; John W. Goldschmidt, Jr., Reg. No. 34,828; William J. McNichol, Jr., Reg. No. 31,179; Maryellen Feehery, Reg. No. 44,677; Carl H. Pierce, Reg. No. 45,730; Nanda P.B.A. Kumar, Reg. No. 44,853; Thomas J. McWilliams, Reg. No. 44,930; Tara L. Rachinsky, Reg. No. 47,875; Matthew J. Esserman, Reg. No. 41,536; Jonathan M. Darcy, Reg. No. 44,054; Todd A. Norton, Reg. No. 48,636; Frederick H. Colen, Reg. No. 28,061; Gene A. Tabachnick, Reg. No. 33,801; Maria N. Bernier, Reg. No. 37,433; Barry J. Coyne, Reg. No. 43,566; Kirsten R. Rydstrom, Reg. No. 38,603; Paul D. Bangor, Jr., Reg. No. 34,768; Charles H. Dougherty, Jr., Reg. No. 42,494; Robert D. Kucler, Reg. No. 45,908; Cheryl L. Gastineau, Reg. No. 39,469; Ian K. Samways, Reg. No. 36,664; Marc J. Farrell, Reg. No. 37,826; Stanley P. Fisher, Reg. No. 24,344; Juan Carlos A. Marquez, Reg. No. 34,072; Gerald Kiel, Reg. No. 25,116; Eugene Le Donne, Reg. No. 35,930; Jules Goldberg, Reg. No. 24,408; Lloyd McAulay, Reg. No. 20,423; Arthur Dresner, Reg. No. 24,403; Stephen Chin, Reg. No. 39,938; Samir Patel, Reg. No. 44,998; W. Scott Railton, Reg. No. 23,039; and Mary E. Buckles, Reg. No. 31,907 of Reed Smith LLP as its attorneys, with full power of substitution and revocation to file this declaration and to transact all business in the Patent and Trademark Office connected with said issued patent.

Please direct all correspondence to Louis M. Heidelberger, at Reed Smith LLP, 2500 One Liberty Place, Philadelphia, PA 19103-7301. Please direct all telephone calls to Thomas J. McWilliams at 215-241-7939.

I hereby declare that all statements made herein of my own knowledge are true, and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code, and that such willful false statements and the like may jeopardize the validity of the application or any patent issuing thereon.

LEAP WIRELESS INTERNATIONAL, INC.

Date: 2/27/02

By: \_\_\_\_\_

Name (Printed): \_\_\_\_\_

Title: \_\_\_\_\_

James E. Hoff  
James E. Hoffmann  
Sr. V.P., General Counsel

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies):</p> <p>HearMe</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Leap Wireless International, Inc. 10307 Pacific Center Court San Diego, California 92121</p> <p>Additional name(s) &amp; addresses attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of Conveyance:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name  <input type="checkbox"/> Other: _____</p> <p>Execution Date: <u>September 26, 2001</u></p>	<p><b>RECEIVED</b> <b>MAR 15 2002</b> <b>Technology Center 2600</b></p>

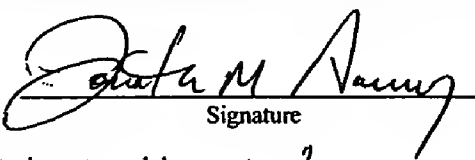
<p>4. Application number(s) or patent number(s):</p> <p>If this document is being filed together with a new application, the execution date of the application is _____</p> <p>A. Patent Application No.(s) <u>09/578,683 and 09/524,516</u></p> <p>B. Patent No.(s)</p> <p>Additional numbers attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Louis M. Heidelberger, Esq. Reed Smith LLP One Liberty Place 1650 Market Street Philadelphia, PA 19103</p> <p>Attorney Docket No.</p>	<p>6. Total number of applications and patents involved: <u>1</u></p> <p>7. Total fee (37 CFR 3.41) <u>\$40.00</u></p> <p><input checked="" type="checkbox"/> Enclosed. Any excess or deficiency should be credited or debited to our Deposit Account.  <input type="checkbox"/> authorized to be charged to deposit account</p> <p>8. Deposit Account Number: <u>18-0586</u></p>
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9. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

JONATHAN M. DARCY  
Name of Person Signing

  
Signature

10/24/01  
Date

Total number of pages including cover sheet, attachments, and document: 2

OMB No. 0651-0011 (exp. 4/94)

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Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

## CONFIRMATORY ASSIGNMENT OF PATENT RIGHTS

WHEREAS, We, the undersigned, whose business address is set forth below, have owned and/or acquired certain rights in the inventions entitled:

### Network Match Maker; Latency Server and Matchmaker:

as set forth in the specifications and claims of United States Patent Application Serial Nos. 09/578,683 and 09/524,516, respectively.

WHEREAS, Leap Wireless International, Inc., a Delaware Corporation having a place of business at 10307 Pacific Center Court, San Diego, CA 92121 (hereinafter referred to as ASSIGNEE), is desirous of acquiring the entire interest in, to and under said inventions and in, to and under said United States Patent Application Serial Nos. 09/578,683 and 09/524,516 or any Letters Patent or similar legal protection to be obtained therefor in the United States and in any and all foreign countries.

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN, be it known that for good and valuable consideration, We hereby sell, assign and transfer to ASSIGNEE the full and exclusive right, title and interest in and to said inventions in the United States and its territorial possessions, and in all foreign countries, and to said United States Patent Application Nos. 09/578,683 and 09/524,516, and to all Letters Patent or similar legal protection in the United States and its territorial possessions, and in any and all foreign countries, to be obtained for said inventions, or any continuation, divisional, renewal, substitute or reissue thereof or any legal equivalent thereof in a foreign country for the full term or terms for which the same may be granted.

We HEREBY COVENANT that no assignment, sale, agreement or encumbrance has been or will be made or entered into which would conflict with this assignment and sale; and

IN WITNESS WHEREOF, We have hereunto set hand and seal this 26 day of September, 2001.


HearMe,

By:

Signature:

Name Printed:

Title:

  
\_\_\_\_\_  
GREG MENA  
\_\_\_\_\_  
SVP OPERATIONS

Post Office Address: HearMe, Inc.  
685 Clyde Avenue  
Mountain View, CA 94043

MAR 11 2002

## Certificate Under 37 C.F.R. § 3.73(b)

Applicant/Patent Owner: Steven Michael GRIMM, Jeffrey Jackiel ROTHSCHILD, Daniel Joseph SAMUEL and Michael Andrew WOLFApplication No./Patent No.: 09/578,683Filed/Issue Date: May 26, 2000Entitled: Network Match MakerHearMe

(Name of Assignee)

a corporation

(Type of Assignee, e.g., corporation, partnership, university, government agency, etc.)

states that it is:

1. ☒ the assignee of the entire right, title, and interest, or
2. ☐ an assignee of an undivided part interest

in the patent application/patent identified above by virtue of either:

- A. ☐ An Assignment from the inventor(s) of the patent application/patent identified above. The assignment was recorded in the Patent and Trademark Office at Reel \_\_\_\_\_, Frame \_\_\_\_\_, or for which a copy thereof is attached.

OR

- B. ☒ A chain of title from the inventor(s) of the patent application/patent identified above to the current assignee as shown below:

1. From: Steven Michael GRIMM, Jeffrey Jackiel ROTHSCHILD, Daniel Joseph SAMUEL and Michael Andrew WOLF  
To: Mpath Interactive, Inc.  
The document was recorded in the Patent and Trademark Office at Reel \_\_\_\_\_, Frame \_\_\_\_\_, or for which a copy thereof is attached.
2. From: Mpath Interactive, Inc. To: HearMe  
The document was recorded in the Patent and Trademark Office at Reel \_\_\_\_\_, Frame \_\_\_\_\_, or for which a copy thereof is attached.
3. From: \_\_\_\_\_ To: \_\_\_\_\_  
The document was recorded in the Patent and Trademark Office at Reel \_\_\_\_\_, Frame \_\_\_\_\_, or for which a copy thereof is attached.

☐ Additional documents in the chain of title are listed on a supplemental sheet.

☒ Copies of assignments or other documents in the chain of title are attached.

[NOTE: A separate copy (i.e., the original assignment document or a true copy of the original document) must be submitted to Assignment Division in accordance with 37 CFR Part 3, if the assignment is to be recorded in the records of the PTO. See MPEP 302-302.8]

The undersigned (whose title is supplied below) is empowered to act on behalf of the assignee.

Date: ✓ 16-MAY-01Name: James R. SchmidtTitle: Chief Engineer and Vice PresidentSignature: ✓ James R. SchmidtRECEIVED  
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# ASSIGNMENT

DO NOT FORWARD  
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In consideration of the sum of One Dollar (\$1.00) or equivalent and other good and valuable consideration paid to each of the undersigned: (1) Stephen Michael Grimm, (2) Jeffrey Jackiel Rothschild, (3) Daniel Joseph Samuel, and (4) Michael Andrew Wolf, the undersigned hereby sell(s) and assign(s) to Mpath Interactive, Inc. (the Assignee) his/her entire right, title and interest

check applicable box(es) ☒ for the United States of America (as defined in 35 U.S.C. § 100),  
☒ and throughout the world,

in the invention(s) known as Network Match Maker

for which application(s) for patent in the United States of America has been executed by the undersigned on (1) 1/14/98 (2) 1/14/98 (3) 1/15/98 (4) 1/14/98 (also known as United States Application No. 08/821,279 filed March 20, 1997), in any and all applications thereon, in any and all Letters Patent(s) therefor, and in any and all reissues, extensions, renewals, reexaminations of such applications or Letters Patent(s) and divisional and continuation applications thereof, to the full end of the term or terms for which such Letters Patent(s) issue, including the right to collect for all past, present and future damages, such entire right, title and interest to be held and enjoyed by the above-named Assignee to the same extent as they would have been held and enjoyed by the undersigned had this assignment and sale not been made.

The undersigned agree(s) to execute all papers necessary in connection with the application(s) and any continuing (continuation, divisional, or continuation-in-part), reissue, reexamination or corresponding application(s) thereof and also to execute separate assignments in connection with such applications as the Assignee may deem necessary or expedient.

The undersigned agree(s) to execute all papers necessary in connection with any interference that may be declared concerning the application(s) or any continuing (continuation, divisional, or continuation-in-part), reissue or reexamination application thereof and to cooperate with the Assignee in every way possible in obtaining evidence and going forward with such interference.

The undersigned hereby represents that the undersigned has full right to convey the entire interest herein assigned, and that the undersigned has not executed, and will not execute, any agreement in conflict therewith.

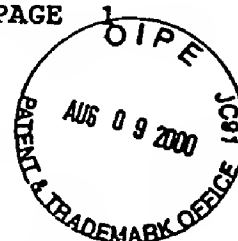
The undersigned hereby grant(s) Robert Greene Sterne, Esquire, Registration No. 28,912; Edward J. Kessler, Esquire, Registration No. 25,688; Jorge A. Goldstein, Esquire, Registration No. 29,021; Samuel L. Fox, Esquire, Registration No. 30,353; David K.S. Cornwell, Esquire, Registration No. 31,944; Robert W. Esmond, Esquire, Registration No. 32,893; Tracy-Gene G. Durkin, Esquire, Registration No. 32,831; Michele A. Cimbala, Esquire, Registration No. 33,851; Michael B. Ray, Esquire, Registration No. 33,997; Robert E. Sokohl, Esquire, Registration No. 36,013; Eric K. Steffe, Esquire, Registration No. 36,688; and Michael Q. Lee, Esquire, Registration No. 35,239, of STERNE, KESSLER, GOLDSTEIN & FOX P.L.L.C., 1100 New York Avenue, N.W., Suite 600, Washington, D.C. 20005-3934, power to insert in this assignment any further identification that may be necessary or desirable in order to comply with the rules of the United States Patent and Trademark Office for recordation of this document.

IN WITNESS WHEREOF, executed by the undersigned on the date(s) opposite their name(s).

(1) Date: <u>1-14-98</u>	Signature of Inventor: <u>[Signature]</u> Stephen Michael Grimm
(2) Date: <u>1-14-98</u>	Signature of Inventor: <u>[Signature]</u> Jeffrey Jackiel Rothschild
(3) Date: <u>1/15/98</u>	Signature of Inventor: <u>[Signature]</u> Daniel Joseph Samuel
(4) Date: <u>1/14/98</u>	Signature of Inventor: <u>[Signature]</u> Michael Andrew Wolf

*State of Delaware*  
*Office of the Secretary of State*

PAGE 1



I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT  
COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"HEARME, INC.", A DELAWARE CORPORATION,

WITH AND INTO "MPATH-INTERACTIVE, INC." UNDER THE NAME OF  
"HEARME", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF  
THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE  
THIRTEENTH DAY OF JANUARY, A.D. 2000, AT 9 O'CLOCK A.M.



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*Edward J. Freel*  
Edward J. Freel, Secretary of State

3124298 8100M

001213032

AUTHENTICATION: 0403950

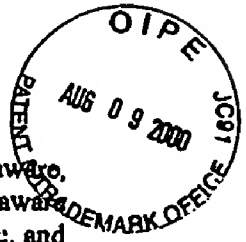
DATE: 04-26-00

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STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 01/13/2000  
001021002 - 2464466

CERTIFICATE OF OWNERSHIP AND MERGER



Pursuant to Section 253 of the General Corporation Law of the State of Delaware, the undersigned, the President of Mpath Interactive, Inc. (the "Company"), a Delaware corporation, hereby certifies in connection with the merger of Mpath Interactive, Inc. and HearMe, Inc. that:

1. The Company owns all of the outstanding shares of HearMe, Inc., a corporation organized under the laws of Delaware.
2. The Company, by the following resolutions of its Board of Directors, duly adopted by written consent dated as of December 17, 1999, pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, determined to merge HearMe, Inc. into itself on the terms and conditions set forth in such resolutions:

Merger Subsidiary: HearMe, Inc.

**RESOLVED**, that the officers of the Company are authorized to form HearMe, Inc. ("Merger Sub") under the laws of the State of Delaware and upon its formation, to purchase all 1000 shares of Merger Sub's Common Stock in exchange for the aggregate amount of \$.50.

**RESOLVED FURTHER**, that any director or officer of the Company, acting pursuant to authority delegated by the Board of Directors, is hereby authorized and directed to execute and deliver all documents and take such additional actions as may be necessary or appropriate to organize Merger Sub.

**RESOLVED FURTHER**, that the prior actions by the officers of the Company in connection with the formation of Merger Sub are hereby approved, adopted and ratified.

**RESOLVED FURTHER**, that the Company, as the sole stockholder of Merger Sub, hereby approves the Merger and adopts and approves the Related Documents, and all other subsidiary documents and agreements related thereto.

Merger with HearMe, Inc.

**RESOLVED**, that the Board of Directors of the Company believes that it is in the best interests of the Company and its stockholders to merge Merger Sub with and into the Company, with the Company surviving (the "Merger").

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**RESOLVED FURTHER**, that the Merger and all other related documents contemplated thereby including, without limitation, the Certificate of Merger attached as Exhibit A hereto and the Stock Purchase Agreement attached as Exhibit B hereto (collectively, the "Related Documents") are hereby adopted and approved by the Board, provided, however, that the officers of the Company are hereby authorized to make such changes and amendments to such documents as they may deem necessary or appropriate.

**RESOLVED FURTHER**, that the officers of the Company are hereby authorized and directed to execute and deliver on behalf of the Company the Related Documents and thereafter to cause the Company to perform all of its obligations and duties with respect to such agreements.

**RESOLVED FURTHER**, that the prior actions by the officers of the Company in connection with the Merger and the Related Documents are hereby approved, adopted and ratified.

**RESOLVED FURTHER**, that there are hereby reserved from the Company's authorized but unissued capital stock the maximum number of shares of the Company's common stock as may be issuable upon consummation of the Merger.

**RESOLVED FURTHER**, that, pursuant to the foregoing transactions, the Company shall succeed to all of the rights, certificates, privileges, powers, properties, franchises and assets of Merger Sub.

**RESOLVED FURTHER**, that for purposes of complying with state law, the officers of the Company are authorized to irrevocably appoint the Delaware Secretary of State as its Agent upon whom may be served any notice, process or pleading in any suit, action or proceeding against it in connection with the enforcement of any obligation arising from the transactions contemplated by these resolutions, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings under Delaware General Corporation Law.

**RESOLVED FURTHER**, that the officers of the Company are hereby authorized and directed to execute and deliver all documents, file all certificates and notifications with appropriate federal, state and local authorities and take such additional actions as may be necessary or appropriate to carry out the intent of the foregoing resolutions.

**Amendment of the Company's Certificate of Incorporation**

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**RESOLVED**, that, upon the effectiveness of the merger, the name of the Company shall be changed to "HearMe" and Article 1 of the Amended and Restated Certificate of Incorporation of the Company shall be amended to read as follows:

"The name of the corporation is HearMe (the "Corporation")."

3. As of the date of this Certificate, the Company's total assets are greater than \$10,000,000.

Mpath Interactive, Inc. has caused the Certificate to be signed by Paul Matteucci, its President and Chief Executive Officer, this 7th day of January, 2000.

Mpath Interactive, Inc.

By:   
\_\_\_\_\_  
President